

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT/D CODE		PAGE OF PAGES 1 6	
2. AMENDMENT/MODIFICATION NO. 311		3. EFFECTIVE DATE See Block 16C		4. REQUISITION/PURCHASE REQ. NO. (If applicable) RECEIVED SGS CONTRACTS		5. PROJECT NO. (If applicable)	
6. ISSUED BY John F. Kennedy Space Center, NASA Procurement Office Kennedy Space Center, FL 32899		CODE OPOS		7. ADMINISTERED BY (If other than Item 6) 05 SEP 29 PM 2:22		CODE	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code) Space Gateway Support 2411 Dulles Corner Park, Suite 500 Herndon, VA 20171-3430 ORIGINAL				9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				10A. MODIFICATION OF CONTRACT/ORDER NO. NAS10-99001			
				10B. DATED (SEE ITEM 13) August 21, 1998			
CODE		FACILITY CODE		11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS			
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended.							
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
ACCOUNTING AND APPROPRIATION DATA (If required)							
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.							
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.							
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).							
<input checked="" type="checkbox"/> C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.243-2 Changes – Cost Reimbursement (AUG 1987) Alt II (APR 1984)							
D. OTHER (Specify type of modification and authority)							
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>3</u> copies to the issuing office.							
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)							
The purpose of this modification is to provide an equitable adjustment to the contract for additional work requirements performed due to delays of the Titan B36 Expendable Launch Vehicle (ELV). This work is defined in CIP 65, performance period of 1 Oct 2000 through 30 Sep 2003.							
This change revises Article B-3, Contract Value; Article B-4, Award Fee; Article G-2 Contract Funding. All other terms and conditions of the contract remain unchanged.							
The contract estimated cost is increased by \$815,827 and award fee by \$65,266 *, for a total of \$881,093.							
*The fee for prior award fee periods have been adjusted to \$61,199 to reflect earned amounts in which SGS may submit a voucher. The adjusted cost and fee is \$877,026.							
In consideration of the modification agreed to herein as complete equitable adjustment for the contractor's proposal for adjustment, the contractor hereby releases the government from any and all liability under this contract for further equitable adjustments attributable to such facts and circumstances giving rise to the proposal for adjustment.							
Except as provided herein, all terms and conditions of the document referenced in Item 9a or 10A, as heretofore changed, remains unchanged and in full force and effect.							
15A. NAME AND TITLE OF SIGNER (Type or print) Victoria G. Lockard Director, Contracts				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Ernest G. Tweedie Contracting Officer			
15B. CONTRACTOR/OFFEROR <i>Victoria Lockard</i> (Signature of person authorized to sign)		15C. DATE SIGNED <i>29 Sept 05</i>		16B. UNITED STATES OF AMERICA <i>Ernest G. Tweedie</i> (Signature of Contracting Officer)		16C. DATE SIGNED <i>30 SEP 05</i>	

ARTICLE B-3 CONTRACT VALUE			
<u>Basic Period Sep 98-30 Sep 03</u>			
The contract value is summarized below:			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
Phase-In Period			
(Sept 1998)	\$1,113,486		\$1,113,486
Basic Period Thru 310			
10/01/98-09/30/00	\$396,471,193	\$23,312,101	\$419,783,294
Neg. Cost Overrun MOD 135	\$9,200,000	\$0	\$9,200,000
Cost Overrun	\$0	\$0	\$0
Mod No. Cost Overrun			\$0
Mod No.			\$0
Total FY99-FY00	\$405,671,193	\$23,312,101	\$428,983,294
		\$0	
(10/01/00-09/30/01)	\$215,632,877	\$13,048,103	\$228,680,980
Neg. Cost Overrun MOD 135	\$18,804,377	\$0	\$18,804,377
Cost Overrun	\$0	\$0	\$0
Mod No. Cost Overrun			\$0
Mod No. 311	\$2,244	\$162	\$2,406
Total FY01	\$234,439,498	\$13,048,265	\$247,487,763
(10/01/01-09/30/02)	\$232,322,419	\$14,064,896	\$246,387,315
Neg. Cost Overrun MOD 135	\$19,865,904	\$0	\$19,865,904
Cost Overrun	\$0	\$0	\$0
Mod No. Cost Overrun			\$0
Mod No. 311	\$294,357	\$21,576	\$315,933
Total FY02	\$252,482,680	\$14,086,472	\$266,569,152
(10/01/02-09/30/03)	\$244,297,776	\$15,172,674	\$259,470,450
Neg. Cost Overrun MOD 135	\$22,426,471	\$0	\$22,426,471
Cost Overrun	\$0	\$0	\$0
Mod No. Cost Overrun			\$0
Mod No. 311	\$519,226	\$39,461	558,687
Total FY03	\$267,243,473	\$15,212,135	\$282,455,608
TOTAL BASIC PERIOD	\$1,160,950,330	\$65,658,973	\$1,226,609,303
<u>Option Period 1 Oct 03 - 30 Sept 04</u>			
Option 1A			
(10/01/03-09/30/04)	\$242,534,385	\$15,307,320	\$257,841,705
Neg. Cost Overrun MOD 135	\$22,135,767	\$0	\$22,135,767
Cost Overrun	\$0	\$0	\$0
Mod No. Cost Overrun			\$0
Mod No.			\$0
Total FY04	\$264,670,152	\$15,307,320	\$279,977,472
Option 3BA			
(10/01/03-09/30/04)	\$2,322,030	\$185,762	\$2,507,792
Option 5BA			
(10/01/03-09/30/04)	\$321,092	\$25,687	\$346,779
TOTAL OPTION 1A PERIOD	\$267,313,274	\$15,518,769	\$282,832,043

<u>Option Period 1 Oct 04 - 30 Sept 06</u>			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
Options Thru Mod 310			
OPTION 1B			
(10/01/04-09/30/05)	\$293,395,836	\$19,182,229	\$312,578,065
Neg. Cost Overrun MOD 135	\$25,895,945	\$0	\$25,895,945
Cost Overrun	\$0	\$0	\$0
Mod No. Cost Overrun			\$0
Mod No.			\$0
Total FY05	\$319,291,781	\$19,182,229	\$338,474,010
(10/01/05-09/30/06)	\$260,232,591	\$17,171,670	\$277,404,261
Neg. Cost Overrun MOD 135	\$29,101,654	\$0	\$29,101,654
Cost Overrun	\$0	\$0	\$0
Mod No. Cost Overrun			\$0
Mod No.			\$0
Total FY06	\$289,334,245	\$17,171,670	\$306,505,915
Option 3BB			
10/01/04-09/30/05	\$2,391,149	\$191,292	\$2,582,441
10/01/05-09/30/06	\$2,477,883	\$198,231	\$2,676,114
Total Option 3BB	\$4,869,032	\$389,523	\$5,258,555
Option 5BB			
10/01/04-09/30/05	\$331,342	\$26,507	\$357,849
10/01/05-09/30/06	\$331,781	\$26,542	\$358,323
Total Option 5BB	\$663,123	\$53,049	\$716,172
TOTAL OPTION 1B Period	\$614,158,181	\$36,796,471	\$650,954,652
TOTAL CONTRACT			
VALUE SEP98-SEP06	\$2,042,421,785	\$117,974,213	\$2,160,395,998
*Earned fees for past periods plus the available fees for future periods.			
Exercised options are moved above the Total Contract Value Line.			
<u>Option Periods 1 Oct 06 - 30 Sep 08</u>			
Contract Period	Estimated Cost	Available Award Fee*	Contract Value
OPTION 1C			
(10/01/06-9/30/07)	\$264,854,953	\$17,460,164	\$282,315,117
Neg. Cost Overrun MOD 135	\$31,867,270	\$0	\$31,867,270
Cost Overrun	\$0	\$0	\$0
Mod No. Cost Overrun			\$0
Mod No.			\$0
Total FY07	\$296,722,223	\$17,460,164	\$314,182,387
(10/01/07-9/30/08)	\$271,803,372	\$17,909,463	\$289,712,835
Neg. Cost Overrun MOD 135	\$33,448,837	\$0	\$33,448,837
Cost Overrun	\$0	\$0	\$0
Mod No. Cost Overrun			\$0
Mod No.			\$0
Total FY08	\$305,252,209	\$17,909,463	\$323,161,672

	Option Periods 1 Oct 06 - 30 Sep 08 Cont.		
Option 3BC			
10/01/06-09/30/07	\$2,539,810	\$203,185	\$2,742,995
10/01/07-09/30/08	\$2,621,598	\$209,728	\$2,831,326
Total Option 3BC	\$5,161,408	\$412,913	\$5,574,321
Option 4BB			
10/01/04-09/30/05	\$0	\$0	\$0
10/01/05-09/30/06	\$0	\$0	\$0
Total Option 4BB	\$0	\$0	\$0
Option 4BC			
10/01/06-09/30/07	\$775,654	\$62,053	\$837,707
10/01/07-09/30/08	\$775,654	\$62,052	\$837,706
Total Option 4BC	\$1,551,308	\$124,105	\$1,675,413
Option 5BC			
10/01/06-09/30/07	\$332,204	\$26,576	\$358,780
10/01/07-09/30/08	\$341,511	\$27,321	\$368,832
Total Option 5BC	\$673,715	\$53,897	\$727,612
TOTAL OPTION 1C Period	\$609,360,863	\$35,960,542	\$645,321,405
TOTAL CONTRACT			
VALUE INC. OPTIONS	\$2,651,782,648	\$153,934,755	\$2,805,717,403
*Earned fees for past periods plus the available fees for future periods			
Exercised options are moved above the Total Contract Value Line.			

ARTICLE B-4 AWARD FEE

The amount of award fee earned, if any, shall be determined in accordance with Section J, Attachment J-8, Award Fee Evaluation Plan, and other provisions of this contract as applicable. The following specifies by award fee period the amount of available award fee, the amount of earned award fee, and the award fee score.

BASIC PERIOD OF PERFORMANCE		Available Award Fee Through Mod 310	Total Award Fee For Mod 311	Adjusted Available Award Fee	Earned Award Fee Mod 310	Earned Award Fee Mod 311	Earned Award Fee	Award Fee Score and Mod
10/01/98	03/31/99	\$7,740,703		\$7,740,703	\$6,191,089		\$6,191,089	80% Mod 15
04/01/99	09/30/99	\$6,092,693		\$6,092,693	\$4,899,611		\$4,899,611	80% Mod 36
10/01/99	03/31/00	\$7,836,449		\$7,836,449	\$6,736,364		\$6,736,364	86% Mod 57
04/01/00	09/30/00	\$6,456,518		\$6,456,518	\$5,485,038		\$5,485,038	85% Mod 75
10/01/00	03/31/01	\$7,589,135	\$99	\$7,589,234	\$6,755,433	\$88	\$6,755,521	89% Mod 99
04/01/01	09/30/01	\$6,976,163	\$81	\$6,976,244	\$6,292,670	\$74	\$6,292,744	91%Mod118
10/01/01	03/31/02	\$5,875,084	\$8,827	\$5,883,911	\$5,344,560	\$8,033	\$5,352,593	91%Mod127
04/01/02	09/30/02	\$9,804,416	\$14,721	\$9,819,137	\$8,720,336	\$13,543	\$8,733,879	92%Mod147
10/01/02	03/31/03	\$8,053,345	\$0	\$8,053,345	\$7,539,712	\$0	\$7,539,712	94%Mod167
04/01/03	09/30/03	\$8,060,951	\$41,538	\$8,102,489	\$7,632,960	\$39,461	\$7,672,421	95%Mod194
10/01/03	03/31/04	\$7,893,918		\$7,893,918	\$7,558,198		\$7,558,198	96%Mod220
04/01/04	09/30/04	\$8,222,350		\$8,222,350	\$7,960,571		\$7,960,571	97%Mod248
10/01/04	03/31/05	\$10,007,384		\$10,007,384	\$9,306,867		\$9,306,867	93%Mod 283
04/01/05	09/30/05	\$10,093,162		\$10,093,162				
10/01/05	03/31/06	\$8,730,632		\$8,730,632				
04/01/06	09/30/06	\$8,665,811		\$8,665,811				
BASIC SUBTOTAL		\$128,098,714	\$65,266	\$128,163,980			\$117,974,213	Earned & Available
OPTION PERIOD								
10/01/06	03/31/07	\$8,721,129		\$8,721,129				
04/01/07	09/30/07	\$8,740,037		\$8,740,037				
10/01/07	03/31/08	\$8,943,898		\$8,943,898				
04/01/08	09/30/08	\$8,964,565		\$8,964,565				
OPTION SUBTOTAL		\$35,369,629	\$0	\$35,369,629				
GRAND TOTAL		\$163,468,343	\$65,266	\$163,533,609				

ARTICLE G-2		CONTRACT FUNDING				
Pursuant to FAR Clause 52.232.22, Limitation of Funds, funds presently allotted to this contract and the period through which they are estimated to be adequate are specified in the table below:						
The below table is created with the beginning values based on modification 253						
					Total	
			Funded	Funded	Funded	ADEQUATE
As of MOD	Contract Value	Cost	Fee	Cost/Fee	THROUGH	
Subtotal as						
of Mod 253	\$2,135,150,835	\$1,530,567,345	\$123,462,851	\$1,654,030,196	3/16/2005	
258		\$48,582,926	\$3,886,634	\$52,469,560	5/20/2005	
259	\$19,474,213					
263		\$44,713,894	\$3,577,111.00	\$48,291,005.00	6/23/2005	
265	\$252,217					
267	(\$207,322)					
268		\$18,053,960.00	\$1,444,317.00	\$19,498,277.00	7/14/2005	
271	\$115,825					
273	\$121,292					
274	(\$14,865,905)					
276		\$22,291,276.00	\$1,783,302.00	\$24,074,578.00	8/7/2005	
277		\$7,757,488.00	\$620,599.00	\$8,378,087.00	8/14/2005	
278	\$315,667					
279	\$340,932					
280	\$820,229					
281	\$14,677,954					
282	\$714,727					
283	(\$699,255)					
285		\$9,101,692	\$728,135	\$9,829,827.00	8/19/2005	
288	\$45,919					
290	\$661,878					
291		\$33,625,924	\$2,690,074	\$36,315,998.00	10/5/2005	
292	\$91,052					
296		\$13,323,568	\$1,065,885	\$14,389,453.00		
298	\$31,510					
300	(\$522,563)					
301	\$793,700					
302		\$8,840,186	\$707,215	\$9,547,401.00	11/14/2005	
303	\$132,942					
304	\$1,238,137					
305	\$464,436					
307	\$1,638,161					
308	(\$1,397,025)					
310	\$129,416					
311	\$877,026					
TOTAL		\$2,160,395,998	\$1,736,858,259	\$139,966,123	\$1,876,824,382	